FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

응통을 생활 (Mail Brocessing Section

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR

1439	7835							
OMB A	\PPROVAL							
OMB Number:	3235-0076							
Expires:	September 30, 2008							
Estimated average burden								
hours per respor	ıse1							

SEC USE ONLY

DATE RECEIVED

Serial

Prefix

DEP 12 WHIFOI	RM LIMITED OFFERING	EXEMPTION		
Name of Offering Lil check if this is an am Private Placement 2 (10 to \$2,254	nendment and name has changed, and indic 000 in units of Boliven LLC	ate change.)		
Filing Under (Check box (es) that apply): Type of Filing: New Filing \(\text{\ti}\text{\texi{\text{\texi{\text{\text{\text{\text{\text{\text{\text{\text{\text{\texit{\texi{\text{\texi}\text{\texi{\texi{\texi}\text{\texi{\texi\texi{\texi{\texi{\texi{\texi{\texi{\texi{\texi}\texi{\texi{\texi	Rule 504 Rule 505	⊠ Rule 506	Section 4(6)	ULOE
	A. BASIC IDENTIFICATION	ON DATA		
1. Enter the information requested about the	ne issuer			
Name of Issuer (check if this is an am Boliven LLC	endment and name has changed, and indica	te change.)		
Address of Executive Offices 488 Madison Avenue, 18th Floor,	Number (Inc 10-3902			
Address of Principal Business Operations (if different from Executive Offices)	Number (In:	08059976		
Brief Description of Business	· · · · · · · · · · · · · · · · · · ·			
Private equity investment fund for	med for the purpose of making investment	nents in equity and debt	securities of comp	panies.
Type of Business Organization				—
corporation business trust	☐ limited partnership, already formed☐ limited partnership, to be formed		lease specify): bility Company	PROCESSED
Actual or Estimated Date of Incorporation		Year 7 ⊠ Actual	☐ Estimated	SEP 1 9 2008 HOMSON DEUTERS
Jurisdiction of Incorporation or Organization	on: (Enter two-letter U.S. Postal Service al CN for Canada: FN for other foreign i		Ti.	HOMSON DEUTER

GENERAL INSTRUCTIONS

Federa

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate retiance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the followi	ng:			
Each beneficial owner hav	ring the power to voi director of corpora	te issuers and of corporate g		more of a class of s of partnership iss	equity securities of the issuer suers; and
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Lehrman, Thomas D					
Business or Residence Addres					
488 Madison Avenue					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	indiviđual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				***************************************
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			(V. V.) - 0.00 - 0.00 ·
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)		<u></u>	· · · · ·
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		·	· · · · · · · · · · · · · · · · · · ·	
Business or Residence Addres	s (Number and Stree	t, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stree	t, City, State, Zip Code)			
COMMENT:					

				В.	INFORMA	ATION AB	OUT OFFE	RING				
			<u> </u>								Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									🔲	\boxtimes		
Answer also in Appendix, Column 2, if filing under ULOE.												
2. What is the minimum investment that will be accepted from any individual?									\$5,000*			
	*The Iss	uer reserv	es the righ	t to adiust	the minim	um particii	nation from	time to tin	ne.		Yes	No
3. Does											🛛	
com offer and/	mission or ring. If a p or with a si	similar ren erson to be ate or state	nuneration listed is ar s, list the n	for solicita associated ame of the	who has be tion of pure I person or broker or co ou may set	chasers in o agent of a dealer. If m	connection broker or d fore than fi	with sales of ealer regist we (5) perso	of securitie ered with tons to be lis	s in the he SEC sted are		
Full Na N/A	me (Last n A	ame first, i	f individua	I)								
Busines	ss or Resid	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)					
Name o	of Associate	ed Broker o	or Dealer						- 164-2-7	 		
	·•				ends to Soli					***************************************	[] AI	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[!\.] [IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[[[]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	l)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)					
Name o	of Associate	ed Broker o	r Dealer									
States in	n Which Pe	erson Liste	d Has Solic	ited or Inte	ends to Soli	cit Purchas	sers			···		· · · ·
(Che	eck "All St	ates" or ch	eck individ	ual States)		·····			**************	******************	🗌 AI	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH] ,	[N1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Cod	le)					
Name o	f Associate	d Broker o	or Dealer									
					nds to Soli					***********	AI	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	<u> </u>	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[BB] [MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged	Aggregata	Amount Already
Type of Security	Aggregate Offering Price	
Debt	\$-0-	\$-0-
Equity	\$-0-	\$-0-
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$-0-	\$-0-
Partnership Interests	\$-0	\$- 0-
Other (Unit Interests)	\$2,000,000*	\$2,309,000
Totał	\$2,000,000*	 \$2,309,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	85	\$2,254,000
Non-accredited Investors	-0-	\$N/A
Total (for filings under Rule 504 only)	-0-	\$N/A
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities by type listed in Part C – Question 1.	all securities so s in this offering Type of	ld by the issuer, to . Classify securities Dollar Amount
Type of Offering	Security	Sold
Rule 505	N/A	\$ N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$- 0-
Printing and Engraving Costs		\$ -0-
Legal Fees	[2	\$65,000
Accounting Fees		\$-0-
Engineering Fees		\$-0-
Sales Commission (specify finders' fees separately)		s -0-
Other Expenses (identify) Travel, postage and general fund raising		
Total	F	\$65,000
i Otal		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{*} The Issuer reserves the right to offer a greater amount of unit interests.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E O	F PROCEEDS		
Ь.	Enter the difference between the aggregate offering price given in response to Part C – Que and total expenses furnished in response to Part C – Question 4.a. This difference is the "adgress proceeds to the issuer."	\$1,5	935,000		
	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be use each of the purposes shown. If the amount for any purpose is not known, furnish an estimat check the box to the left of the estimate. The total of the payments listed must equal the adjugross proceeds to the issuer set forth in response to Part $C-$ Question 4.b above.	e and	1		
			Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees (management fees)		\$		\$
	Purchase of real estate		\$		<u>\$</u>
	Purchase, rental or leasing and installation of machinery and equipment		\$		\$
	Construction or leasing of plant buildings and facilities		\$		<u>s</u>
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		s	Ø	\$ 1,935,000
	Repayment of indebtedness				
	Working capital				\$
	Other (specify):				\$
		0	\$		\$
	Column Totals		s	\boxtimes	\$1,935,000
	Total Payments Listed (column totals added)		□ <u>\$1,</u>	935,00	0

	D. FEDERAL SIGNATURE						
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.							
Issuer (Print or Type)	Signature	Date					
Boliven LLC	light	Septemberto, 2008					
Name of Signer (Print or Type)	Title of Signer (Print or Type)						
Thomas D. Lehrman	President						

-ATTENTION------

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
• • •	0.262 presently subject to any of the disqualifi	•	Yes	No
	See Appendix, Column 5, for state resp	onse.		
2. The undersigned issuer hereby under Form D (17 CFR 239,500) at such t	rtakes to furnish to any state administrator of a mes as required by state law.	ny state in which this notic	e is filed, a no	tice on
3. The undersigned issuer hereby und issuer to offerees.	ertakes to furnish to the state administrators,	upon written request, infor	mation furnish	ed by the
Limited Offering Exemption (ULO	nat the issuer is familiar with the conditions than E) of the state in which this notice is filed and establishing that these conditions have been sa	understands that the issuer		
The issuer has read this notification ar undersigned duly authorized person.	d knows the contents to be true and has duly	caused this notice to be sig	gned on its bel	alf by the
Issuer (Print or Type)	Signature	Date	,,,,	
Boliven LLC	Mish	- Septan	<u>ber 10, 2008</u>	3
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Thomas D. Lehrman	President			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures.

APPENDIX

	7	2	3			1			5
	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ification te ULOE attach ation of granted)
				Number of Accredited		Number of Non-Accredited			
State	Yes	No ⊠		Investors -0-	Amount -0-	Investors -0-	Amount -0-	Yes	No ⊠
AL		⊠ ⊠		-0-	-0- -0-	-0-	-0-		⊠ ⊠
AK		⊠ ⊠		-0-	-0-	-0-	-0-		Ø
AZ				-0-	-0-	-0-	-0-		Ø
AR		ļ							
CA		⊠	Up to \$2,000,000 in unit interests.	-5-	\$125,000	-0-	-0-		Ø
СО		⊠		-0-	-0-	-0-	-0-		Ø
СТ		⊠	Up to \$2,000,000 in unit interests.	-10-	\$360,000	-0-	-0-		Ø
DE		×		-0-	-0-	+ 0-	-0-		Ø
DC			Up to \$2,000,000 in unit interests.	-5-	\$95,000	-0-	-0-		Ø
FL		⊠	Up to \$2,000,000 in unit interests.	-1-	\$50,000	-0-	-0-		Ø
GA		×		-0-	-0-	-0-	-0-		Ø
HI		⊠		-0-	-0-	-0-	-0-		⊠
ID		⊠		-0-	-0-	-0-	-0-		Ø
IL		⊠	Up to \$2,000,000 in unit interests.	-}-	\$5,000	-0-	-0-		Ø
IN		⊠		-0-	-0-	-0-	-0-		⊠
lA		Ø		-0-	-0-	-0-	-0-		Ø
KS		⊠		-0-	-0-	-0-	-0-		⊠
KY		⊠	Up to \$2,000,000 in unit interests.	-1-	\$5000	-0-	-0-		Ø
LA		Ø		-0-	-0-	-0-	-0-		×
ME		Ø		-0-	-0-	-0-	-0-		⊠
MD		Ø	Up to \$2,000,000 in unit interests.	-1-	\$7,500	-0-	-0-		Ø
МА		⊠	Up to \$2,000,000 in unit interests.	-4-	\$75,000	-0-	-0-		Ø
MI		×	Up to \$2,000,000 in unit interests.	-1-	\$10,000	-0-	-0-		Ø
MN		⊠	•	-0-	-0-	-0-	-0-		Ø
MS		⊠		-0-	-0-	-0-	-0-		⊠
МО		⊠		-0-	-0-	-0-	-0-		Ø

APPENDIX

1		2	3	· · · · · · · · · · · · · · · · · · ·		4			5
	Intend to non-a investors	to sell	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
мт		Ø		-0-	-0-	-0-	-0-		Ø
NE		Ø		-0-	-0-	-0-	-0-		⋈
NV		⊠		-0-	-0-	-0-	-0-		Ø
NH		⊠		-0-	-0-	-0-	-0-		Ø
וא		⊠	Up to \$2,000,000 in unit interests.	-8-	\$307,500	-0-	-0-		⊠
NM		Ø		-0-	-0-	-0-	-0-		⋈
NY		Ø	Up to \$2,000,000 in unit interests.	-37-	\$944,000	-0-	-0-		⊠
NC		Ø	Up to \$2,000,000 in unit interests.	-2-	\$30,000	-0-	-0-		⊠
ND		⊠		-0-	-0-	-0-	-0-		Ø
ОН		⊠	Up to \$2,000,000 in unit interests.	-1-	\$50,000	-0-	-0-		⋈
ОК		Ø		-0-	-0-	-0-	-0-		Ø
OR		Ø		-0-	-0-	-0-	-0-		⊠
PA		⊠	Up to \$2,000,000 in unit interests.	-1-	\$5,000	-0-	-0-		⋈
RI		⊠		-0-	-0-	-0-	-0-		Ø
SC		×		-0-	-0-	-0-	-0-		☒
SD		×		-0-	-0-	-0-	-0-		Ø
TN		⊠	Up to \$2,000,000 in unit interests.	-2-	\$75,000	-0-	-0-		⊠
TX		Ø		-0-	-0-	-0-	-0-		Ø
UT		Ø		-0-	-0-	- 0-	-0-		Ø
VT		Ø		-0-	-0-	-0-	-0-		Ø
VA		×	Up to \$2,000,000 in unit interests.	-5-	\$110,000	-0-	-0-		⊠
WA		×		-0-	-0-	-0-	-0-		Ø
wv		Ø		-0-	-0-	- 0-	-0-		Ø
wı		⊠		-0-	-0-	-0-	-0-		Ø
WY		☒		-0-	-0-	-0-	-0-		☒
PR		Ø		-0-	-0-	-0-	-0-		71